

Charter of the Audit Committee

Amata VN Public Company Limited 2025

1. Objective

The Audit Committee is established with the objective of assisting the Board of Directors in overseeing the accuracy of financial reports, the effectiveness of internal control systems, and compliance with laws, regulations, and codes of ethics to promote corporate governance at Amata Corporation Public Company Limited.

The Audit Committee is responsible for reviewing the adequacy and effectiveness of the company's risk management, including risks related to fraud and corruption, and is also responsible responsibility for preparing the Audit Committee's report and presenting it in the company's annual report annually.

2. Composition and qualification

- The Audit Committee shall be appointed by the Board of Directors and consist of at least three members. The Audit Committee shall appoint one member to serve as the Chairman of the Audit Committee.
- The Audit Committee shall be the Independent Director and shall be qualified in line with the regulations of the Securities and Exchange Commission's (SEC). At least one member must have knowledge and experience in the fields of accounting or finance.
- The Audit Committee may appoint one executive as the Secretary to the Audit Committee.

3. Term of office

- Members of the Audit Committee shall have a term of office same as their term as the Directors. Their term ends at the annual general meeting of shareholders, coinciding with the end of the term for the Directors.
- Members of the Audit Committee whose term of office expires by rotation may be reappointed, but their membership is not automatically renewed.
- Members of the Audit Committee whose term has expired shall continue to act in their capacity until a new member is appointed, except when their term as a Director ends and they are not re-elected as a Director.

- In case of a vacant position in the members of the Audit Committee, the Board of Directors shall appoint a qualified Director without prohibited characteristics to fill the position. The new member of the Audit Committee shall remain in the position for the remaining term of the replaced member.

4. Voting right

Each member of the Audit Committee is entitled to one vote. If any member has a conflict of interest regarding a matter under consideration, that member must abstain from participating in the discussion and providing an opinion on the matter.

5. Meeting

- In a meeting of the Audit Committee, a quorum shall consist of at least half of the members.
- The Audit Committee shall meet at least 4 times annually. Members may attend the meeting in person or participate via an electronic meeting as specified by law.
- The Audit Committee may invite the Chief Risk Management Officer, executives, internal auditor, auditor, or other related individuals to attend the meeting and request the necessary and appropriate information. The meeting agenda and related documents shall be prepared and presented prior to the meeting and the Secretary of the Audit Committee is responsible for recording the meeting minutes.

6. Authority

- Invites the executive or employee of the company to attend the meeting for providing explanation, opinion or documents as deemed necessary.
- Proposes the name of auditor along with remuneration for the approval of the annual general meeting of shareholders and evaluates the performance of the auditor annually.
- Acknowledges non-audit work performed by the auditor along with its remuneration to ensure the auditor's independence is not compromised.
- Makes decisions when executives and the auditor have different opinions regarding financial reports or limitations in audit procedures.
- Reviews procedures and oversees the related party transactions or related party transactions that may potentially present conflict of interest to ensure compliance with relevant laws and regulations.

- Considers and approves appointments, removals, transfers, or dismissals, and evaluates the merits of the Chief Internal Audit Executive. Oversees reports from the Risk Management Committee and executives and discusses with the Risk Management Committee regarding risk evaluation and management.
- Engages external consultants or professional experts for advice or opinions as deemed appropriate by the Audit Committee.
- Holds a meeting with the auditor to discuss without the presence of management at least once a year.
- Reports to the Board of Directors to address issues related to conflicts of interest, fraud, corruption, internal control deficiencies and significant non-compliance with relevant laws affecting the company's financial position.
- Considers, proposes and dismissal of the auditor to present to the Board of Directors for approval at the annual general meeting of shareholders.

7. Duty and responsibility

7.1 Financial report

- Reviews to ensure that the company has accurate and adequate financial reports and considers the completeness of the information acknowledged by the Audit Committee, as well as evaluating the appropriateness of the accounting principles used in the financial reports.
- Reviews significant accounting and financial reporting issues, including complex or unusual transactions and transactions that require judgment for decision-making.
- Inquires with executives and the auditor regarding results of significant risk assessment related to financial reports and plans to mitigate those risks.
- Reviews to ensure that the company has effective internal controls over the financial reporting process.
- Establishes processes for receiving reports from employees regarding inappropriate financial reporting or other issues.

7.2 Internal control

- Supervise to regularly examine the internal control system appropriately to ensure that the Company has efficient internal control system

- Reviews whether executives have established adequate and appropriate internal controls, including IT system controls, and guidelines for communicating the importance of internal control and risk management throughout the company.
- Reviews to ensure that the recommendations for internal control proposed by internal auditors and external auditors have been implemented by management.

7.3 Internal audit

- Reviews and approves the annual work plans, as well as the human and resources necessary for performing the work.
- Reviews the activities and operations of the internal audit team to ensure they can perform their duties independently.
- Reviews the effectiveness of internal audit performance to ensure compliance with internal audit standards.

7.4 Regulatory compliance

- Reviews and approves the annual work plans, as well as the human and resources necessary for performing the work.
- Regularly reviews laws and regulations that have been amended and impact the company's operations as reported by the audit and compliance team.
- Reviews findings from regulatory agencies overseeing the company and the follow-up results on corrective actions taken, as well as reports to the Board of Directors.
- Reviews the effectiveness of the system for monitoring compliance with legal and regulatory requirements, and the follow-up results on corrective actions taken in cases of non-compliance.
- Reviews adherence to anti-corruption policies and reports to the Board of Directors.

7.5 Risk management

- Reviews the adequacy of governance policies and related duties concerning the company's risk management.
- Reviews the effectiveness of the company's risk management system.

7.6 Compliance with ethical standards, codes of conduct for executives and employees

- Reviews to ensure that business ethics, codes of conduct for executives and employees, and policies for preventing conflicts of interest are made in writing and acknowledged by all executives and employees.

- Promotes adherence to business ethics and conflict of interest prevention policies.

7.7 Other responsibilities

- Performs other duties assigned by the Board of Directors.
- Regularly reviews and evaluates the Charter of the Audit Committee and seeks approval from the Board of Directors when amendments are made.
- Conducts a self-assessment at least once a year and presents the results to the Board of Directors.

7.8 The Audit Committee should discuss and conduct a preliminary review of facts when notified of suspicious circumstances by the auditor.

7.9 Supervise the Company to comply to the laws and the Company's regulations, including any actions that can prevent and inhibit potential damage to the Company. Any possible misdemeanor from Directors, Managers or the person responsible for the Company's operations shall promptly notify to the Securities and Exchange Commission.

7.10 The Audit Committee has the duty to verify that connected transactions or any related transactions be done in accordance with the stipulated rules and regulations.

Effective as of November 10, 2025

- Signature -

(Dr. Apichart Chinwanno)
Chairman of the Board of Directors